

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

MESTEK, INC.,

Plaintiff,

v.

**MACSTEEL SERVICE CENTERS USA,
INC. and BSC PROPERTIES, INC.,**

Defendants.

Civil Action No. 3:04-cv-30147-KPN

**BSC PROPERTIES, INC.'s REPLY TO MACSTEEL SERVICE
CENTERS USA, INC.'s COUNTER CROSS-CLAIM**

Defendant BSC Properties, Inc. ("BSC") answers the counter cross-claim of Macsteel Service Centers USA, Inc. ("Macsteel") as follows:

1. Defendant BSC admits that Macsteel is the successor in interest to Edgcomb, and denies information sufficient to form a belief as to the remaining allegations in paragraph one.
2. Admitted.
3. Admitted.
4. Defendant BSC admits that the parties entered in to the alleged agreement on or about May 29, 2002.
5. Defendant BSC admits that the May 29 agreement provides that the Inventory is to be purchased free of liens and encumbrances.
6. Denied.

7. Defendant BSC admits the allegations in the first sentence of paragraph 7. BSC denies the allegations in the second sentence of paragraph 7.

8. Denied.

9. No response is required to the allegations in paragraph 9, which purport to summarize allegations in Mestek, Inc.'s Complaint.

10. Denied.

11. Denied.

12. Defendant BSC repeats its responses to the allegations in paragraphs 1-11 of the Counter Cross-claim.

13. Denied.

WHEREFORE, defendant BSC Properties, Inc. asks this Court to:

- a. Dismiss Macsteel's counter cross-claim against BSC Properties, Inc. with prejudice; and
- b. Grant such other and further relief as the Court determines to be just and appropriate.

Dated: February 28, 2005

BSC PROPERTIES, INC.,
Defendant,

By its attorneys,

/s/ Lucy Prashker
Lucy Prashker, Esq. (BBO #405330)
Cain Hibbard Myers & Cook, PC
309 Main Street
Great Barrington, MA 01230
(413) 443-4771 (telephone)
(413) 528-6973 (facsimile)
lprashker@cainhibbard.com